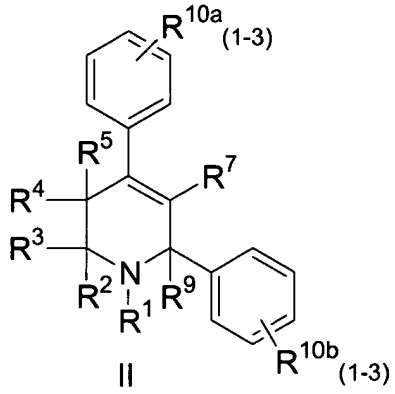
Please amend the application as shown:

In the claims:

1. (Cancelled)

2. (currently amended) ~~The~~ A compound ~~according to Claim 1,~~ as illustrated by Formula II:



II

wherein;

a is 0 or 1;
b is 0 or 1;
m is 0, 1, or 2;
r is 0 or 1;
s is 0 or 1;

R^1 is selected from:

1) $(C=O)C_1$-C_{10} alkyl;
2) (C=O)aryl;
3) $(C=O)C_2$-C_{10} alkenyl;
4) $(C=O)C_2$-C_{10} alkynyl;
5) $(C=O)C_3$-C_8 cycloalkyl;

6) $(C=O)NR^cR^{c'}$;
7) $SO_2NR^cR^{c'}$;
8) SO_2C_1-C_{10} alkyl;
9) SO_2-aryl;
10) SO_2-heterocyclyl;
11) SO_2-C_3-C_8 cycloalkyl; and
12) $P(=O)R^dR^{d'}$;

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, alkylene, heteroaryl and heterocyclyl is optionally substituted with one or more substituents selected from R^{10};

R^2 and R^3 are H;

R^4, R^5 and R^9 are independently selected from:

1) H;
2) $(C_1$-$C_{10})$alkyl;
3) $(C_1$-$C_{10})$alkylamino;
4) $(C_1$-$C_{10})$alkylhydroxy;

R^7 is H;

R^{10} is:

1) $(C=O)_aO_bC_1$-C_{10} alkyl;
2) $(C=O)_aO_b$aryl;
3) C_2-C_{10} alkenyl;
4) C_2-C_{10} alkynyl;
5) $(C=O)_aO_b$ heterocyclyl;
6) CO_2H;
7) halo;
8) CN;
9) OH;
10) O_bC_1-C_6 perfluoroalkyl;
11) $O_a(C=O)_bNR^{11}R^{12}$;

12) $S(O)_mR^a$;
13) $S(O)_2NR^{11}R^{12}$;
14) oxo;
15) CHO;
16) $(N=O)R^{11}R^{12}$; or
17) $(C=O)_aO_bC_3$-C_8 cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R^{13};

R^{10a} and R^{10b} are independently selected from:

1) H;
2) C_1-C_{10} alkyl;
3) C_2-C_{10} alkenyl;
4) C_2-C_{10} alkynyl;
5) OH;
6) CN;
7) halo;
8) CHO;
9) CO_2H;
10) $(C_1$-$C_6)$alkyl amino; and
11) $(C_1$-$C_6)$alkyl hydroxy;

R^{11} and R^{12} are independently selected from:

1) H;
2) $(C=O)O_bC_1$-C_{10} alkyl;
3) $(C=O)O_bC_3$-C_8 cycloalkyl;
4) $(C=O)O_b$aryl;
5) $(C=O)O_b$heterocyclyl;
6) C_1-C_{10} alkyl;
7) aryl;
8) C_2-C_{10} alkenyl;
9) C_2-C_{10} alkynyl;

10) heterocyclyl;
11) C_3-C_8 cycloalkyl;
12) SO_2R^a;
13) $(C=O)NR^b_2$;
14) oxo; and
15) OH;

said alkyl, cycloalkyl, aryl, heterocylyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^{13}; or

R^{11} and R^{12} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^{13};

R^{13} is selected from:

1) $(C=O)_rO_s(C_1$-$C_{10})$alkyl;
2) $O_r(C_1$-$C_3)$perfluoroalkyl;
3) $(C_0$-$C_6)$alkylene-$S(O)_mR^a$;
4) oxo;
5) OH;
6) halo;
7) CN;
8) $(C=O)_rO_s(C_2$-$C_{10})$alkenyl;
9) $(C=O)_rO_s(C_2$-$C_{10})$alkynyl;
10) $(C=O)_rO_s(C_3$-$C_6)$cycloalkyl;
11) $(C=O)_rO_s(C_0$-$C_6)$alkylene-aryl;
12) $(C=O)_rO_s(C_0$-$C_6)$alkylene-heterocyclyl;
13) $(C=O)_rO_s(C_0$-$C_6)$alkylene-$N(R^b)_2$;
14) $C(O)R^a$;
15) $(C_0$-$C_6)$alkylene-CO_2R^a;
16) C(O)H;

17) $(C_0\text{-}C_6)$alkylene-CO_2H;
18) $C(O)N(R^b)_2$;
19) $S(O)_mR^a$; and
20) $S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, $(C_1\text{-}C_6)$alkoxy, halogen, CO_2H, CN, $O(C=O)C_1\text{-}C_6$ alkyl, oxo, and $N(R^b)_2$;

R^a is $(C_1\text{-}C_6)$alkyl, $(C_3\text{-}C_6)$cycloalkyl, aryl, or heterocyclyl;
said alkyl, cycloalkyl, aryl or heterocylyl is optionally substituted with one or more substituents selected from R^f;

R^b is H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl, $(C_3\text{-}C_6)$cycloalkyl, $(C=O)OC_1\text{-}C_6$ alkyl, $(C=O)C_1\text{-}C_6$ alkyl or $S(O)_2R^a$;

said alkyl, cycloalkyl, aryl or heterocylyl is optionally substituted with one or more substituents selected from R^f;

R^c and $R^{c'}$ are independently selected from: H, $(C_1\text{-}C_6)$alkyl, aryl, heterocyclyl and $(C_3\text{-}C_6)$cycloalkyl, optionally substituted with one, two or three substituents selected from R^{13}, or

R^c and $R^{c'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^{13};

R^d and $R^{d'}$ are independently selected from: $(C_1\text{-}C_6)$alkyl, $(C_1\text{-}C_6)$alkoxy and NR^b_2, or

R^d and $R^{d'}$ can be taken together with the phosphorous to which they are attached to form a monocyclic heterocycle with 4-7 members the ring and optionally containing, in addition to the

phosphorous, one or two additional heteroatoms selected from NR^e, O and S, said monocyclic heterocycle optionally substituted with one, two or three substituents selected from R^{13};

R^e is selected from: H and (C_1-C_6)alkyl; and

R^f is selected from: heterocyclyl, amino substituted heterocyclyl, (C_1-C_6)alkyl, amino (C_1-C_6)alkyl, (C_1-C_6)alkyl amino, hydroxy (C_1-C_6)alkyl, OH and NH_2;

or a pharmacuetically acceptable salt or stereoisomer thereof.

3. (cancelled)

4. (cancelled)

5. (currently amended) The compound according to Claim 4 2 wherein:

R^1 is selected from:

1) $(C=O)NR^cR^{c'}$;
2) $SO_2NR^cR^{c'}$;
3) $SO_2C_1-C_{10}$ alkyl; and
4) $(C=O)C_1-C_{10}$ alkyl;

said alkyl is optionally substituted with one, two or three substituents selected from R^{10};

and all other substituents and variables are as defined in Claim 4 2;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Original) A compound selected from:

3-[1-Acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

1-acetyl-4-(2,5-difluorophenyl)-6-phenyl-1,2,3,6-tetrahydropyridine;

4-(2,5-difluorophenyl)-6-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

N11-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide; and

4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-N-methyl-N-[2-methyl-3-(methylamino)propyl]-3,6-dihydropyridine-1(2H)-carboxamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Original) A TFA salt selected from:

N-1-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide; and

4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-N-methyl-N-[2-methyl-3-(methylamino)propyl]-3,6-dihydropyridine-1(2H)-carboxamide;

or a stereoisomer thereof.

8. (Original) The compound according to Claim 6 which is selected from:

3-[1-Acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol; and

N-1-[4-(2,5-difluorophenyl)-6-(3-hydroxyphenyl)-1-L-valyl-1,2,3,6-tetrahydropyridin-2-yl]-L-valinamide;

or a pharmaceutically acceptable salt or stereoisomer thereof.

9. (currently amended) A compound according to Claim ~~1~~ 2 which is selected from:

6-(2-aminoethyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

6-(4-aminobutyl)-4-(2,5-difluorophenyl)-N,N-dimethyl-6-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

4-(2,5-difluorophenyl)-6-(hydroxymethyl)-6-(3-hydroxyphenyl)-N-methyl-N-(1-methylpiperidin-4-yl)-3,6-dihydropyridine-1(2H)-carboxamide;

3-[1-[(2S)-2-amino-2-cyclopropylethanoyl]-4-(2,5-difluorophenyl)-2-(hydroxymethyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

4-(2,5-difluorophenyl)-6-(hydroxymethyl)-6-(3-hydroxyphenyl)-N,N-dimethyl-3,6-dihydropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-4-isopropyl-N,N-dimethyl-6-phenyl-3,6-dihydropyridine-1(2H)-carboxamide;

6-(3-aminopropyl)-6-(3-hydroxyphenyl)-4-isopropyl-N,N-dimethyl-3,6-dihydropyridine-1(2H)-carboxamide;

2-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]ethanamine;

3-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]propan-1-amine;

4-[1-acetyl-4-(2,5-difluorophenyl)-2-phenyl-1,2,5,6-tetrahydropyridin-2-yl]butan-1-amine;

3-[1-acetyl-2-(2-aminoethyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(3-aminopropyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(4-aminobutyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

3-[1-acetyl-2-(2-aminoethyl)-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydropyridin-2-yl]phenol;

1'-acetyl-4'-(2,5-difluorophenyl)-1',2',5',6'-tetrahydro-2,2'-bipyridin-6(1H)-one; and

1-acetyl-4-(2,5-difluorophenyl)-1,2,5,6-tetrahydro-2,4'-bipyridin-2'(1'*H*)-one;

or a pharmaceutically acceptable salt or stereoisomer thereof.

10. (currently amended) A pharmaceutical composition comprising a pharmaceutical carrier, and dispersed therein, a therapeutically effective amount of a compound of Claim ~~1~~ 2.

11. (Withdrawn) A method for treating cancer which comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 1.

12. (currently amended) A pharmaceutical composition made by combining the compound of Claim ~~1~~ 2 and a pharmaceutically acceptable carrier.

13. (currently amended) A process for making a pharmaceutical composition comprising combining a compound of Claim ~~1~~ 2 and a pharmaceutically acceptable carrier.

14. (Original) The composition of Claim 10 further comprising a second compound selected from: an estrogen receptor modulator, an androgen receptor modulator, a retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR-γ agonist, a PPAR-δ agonist; an inhibitor of cell proliferation and survival signaling, an agent that interfers with a cell cycle checkpoint, and an apoptosis inducing agent.

15. (Original) The composition of Claim 14, wherein the second compound is an angiogenesis inhibitor selected from the group consisting of a tyrosine kinase inhibitor, an inhibitor of epidermal-derived growth factor, an inhibitor of fibroblast-derived growth factor, an inhibitor of platelet derived growth factor, an MMP (matrix metalloprotease) inhibitor, an integrin blocker, interferon-α, interleukin-12, pentosan polysulfate, a cyclooxygenase inhibitor, carboxyamidotriazole, combretastatin A-4, squalamine, 6-O-chloroacetyl-carbonyl)-fumagillol, thalidomide, angiostatin, troponin-1, or an antibody to VEGF.

16. (Original) The composition of Claim 14, wherein the second compound is an estrogen receptor modulator selected from tamoxifen and raloxifene.

17. (Withdrawn) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

18. (Withdrawn) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a compound selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR-γ agonists, a PPAR-δ agonist, an inhibitor of inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interfers with a cell cycle checkpoint, and an apoptosis inducing agent.

19. (Withdrawn) A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy and a compound selected from: an estrogen receptor modulator, an androgen receptor modulator, retinoid receptor modulator, a cytotoxic/cytostatic agent, an antiproliferative agent, a prenyl-protein transferase inhibitor, an HMG-CoA reductase inhibitor, an HIV protease

inhibitor, a reverse transcriptase inhibitor, an angiogenesis inhibitor, a PPAR-γ agonists, a PPAR-δ agonist, an inhibitor of inherent multidrug resistance, an anti-emetic agent, an agent useful in the treatment of anemia, an agent useful in the treatment of neutropenia, an immunologic-enhancing drug, an inhibitor of cell proliferation and survival signaling, an agent that interfers with a cell cycle checkpoint, and an apoptosis inducing agent.

20. (Withdrawn) A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

21. (Canceled)